

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,
Debtors.¹

PROMESA
Title III

Case No. 17-BK-3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY,
Debtor.

PROMESA
Title III

Case No. 17-BK-4780-LTS

**NOTICE OF AGENDA FOR DISCLOSURE STATEMENT
HEARING ON FEBRUARY 28, 2023 AT 9:30 A.M. AST**

**Time and Date of
Hearing:**

Tuesday, February 28, 2023,
from 9:30 a.m. to 12:50 p.m.,
from 2:10 p.m. to 5:00 p.m.
(Atlantic Standard Time)

Honorable Laura Taylor Swain, United States District Judge
Honorable Judith G. Dein, United States Magistrate Judge

Location of Hearing:

**The Hearing will be conducted virtually via videoconferencing and
telephonic platforms.**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Attorney Participation: Pursuant to the *Order Regarding Procedures for February 28, 2023 Disclosure Statement Hearing* [Case No. 17-3283, ECF No. 23525; Case No. 17-4780, ECF No. 3212], attached to this Agenda as **Exhibit A** (the “Procedures Order”), attorneys who have entered an appearance in the Title III cases and **wish to participate as speakers** in the proceedings must file an Informative Motion in accordance with paragraphs 3 and 4 of the Procedures Order and, upon receipt of an invitation to register their appearance from the Court, must respond to the invitation to register for Zoom access. The FOMB and AAFAF are limited to four attorneys appearing in the Zoom session at any given time, and all other parties will be limited to two attorneys appearing in the Zoom session at any given time.

Parties not represented by counsel. **An individual Party not represented by counsel will only be permitted to appear in person and participate in the Hearing if he or she filed a timely objection or response to the Disclosure Statement Motion or the Confirmation Procedures Motion and filed a timely Informative Motion and Party Appearance Cover Sheet.** Any individual Party who has filed a timely objection to or statement concerning the Disclosure Statement Motion or the Confirmation Procedures Motion and **wishes to participate as a speaker** in the proceedings must file a signed Informative Motion and a Party Appearance Cover Sheet in accordance with paragraphs 3 and 4 of the Procedures Order. Each such person must appear **in person** at the **United States District Court for the District of Puerto Rico, 150 Carlos Chardón Street, Federal Building, San Juan, Puerto Rico 00918-1767** to participate in the Hearing.

Attorneys, Members of the Public and Press: Attorneys and members of the public and press **may listen to (but not participate in)** the proceedings by dialing (888) 363-4749 and entering the access code (7214978) and security code (7533) when prompted.

Copies of Documents: Copies of all documents filed in these Title III cases are available (a) free of charge by visiting <https://cases.ra.kroll.com/puertorico> or by calling +1 (844) 822-9231, and (b) on the Court’s website at <http://www.prd.uscourts.gov>, subject to the procedures and fees set forth therein.

I. CONTESTED MATTERS

1. **Disclosure Statement Motion.** Motion of Puerto Rico Electric Power Authority for Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Confirmation Hearing Notice and Confirmation Schedule, (IV) Approving Solicitation Packages and Distribution Procedures, (V) Approving Forms of Ballots and Voting Procedures, (VI) Approving Notice of Non-Voting Status, (VII) Fixing Voting and

Confirmation Deadlines, and (VIII) Approving Vote Tabulation Procedures [**Case No. 17-3283, ECF No. 23099; Case No. 17-4780, ECF No. 3113**]

Disclosure Statement.

- A. Disclosure Statement for Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [**Case No. 17-3283, ECF No. 23097; Case No. 17-4780, ECF No. 3111**]
- B. Disclosure Statement for First Amended Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [**Case No. 17-3283, ECF No. 23507; Case No. 17-4780, ECF No. 3201**]
- C. Modified Disclosure Statement for First Amended Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [**Case No. 17-3283, ECF No. 23584; Case No. 17-4780, ECF No. 3245**]

Objection Deadline: February 3, 2023 at 5:00 p.m. (Atlantic Standard Time).

Responses:

- A. Objection to the Adequacy of the Disclosure Statement, filed by Puerto Rico Legislative Leaders [**Case No. 17-3283, ECF No. 23311**]
- B. PV Properties, Inc.'s Objection to Disclosure Statement [**Case No. 17-3283, ECF No. 23391; Case No. 17-4780, ECF No. 3166**]
- C. UTIER's Disclosure Statement Objection and Reservation of Rights [**Case No. 17-4780, ECF No. 3178**]
- D. SREAAE's Disclosure Statement Objection and Reservation of Rights [**Case No. 17-4780, ECF No. 3179**]
- E. Objection to Disclosure Statement, filed by individual creditor Manuel Gonzalez Joy [**Case No. 17-4780, ECF No. 3181**]
- F. Limited Objection and Reservation of Rights of Whitefish Energy Holdings, LLC to the Disclosure Statement for Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [**Case No. 17-4780, ECF No. 3185**]
- G. Omnibus Objection of Official Committee of Unsecured Creditors to (I) Disclosure Statement for Title III Plan of Adjustment of Puerto Rico Electric Power Authority and (II) Related Motions [**Case No. 17-3283, ECF No. 23477; Case No. 17-4780, ECF No. 3186**]
- H. Objections of PREPA Bond Trustee Regarding Motion for Approval of Disclosure Statement for Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [**Case No. 17-3283, ECF No. 23478; Case No. 17-4780, ECF No. 3187**]

- I. Assured Guaranty Corp. and Assured Guaranty Municipal Corp.'s (A) Objection to Motion of Puerto Rico Electric Power Authority for Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Confirmation Hearing Notice and Confirmation Schedule, (IV) Approving Solicitation Packages and Distribution Procedures, (V) Approving Forms of Ballots and Voting Procedures, (VI) Approving Notice of Non-Voting Status, (VII) Fixing Voting and Confirmation Deadlines, and (VIII) Approving Vote Tabulation Procedures, and (B) Joinder to Omnibus Objections of the Ad Hoc Group of PREPA Bondholders to the Disclosure Statement for the Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [ECF No. 3111], and Related Procedural Motions Related to the Disclosure Statement and Plan Confirmation [ECF Nos. 3113, 3114] [**Case No. 17-3283, ECF No. 23479; Case No. 17-4780, ECF No. 3188**]
- J. Objection of Syncora Guarantee, Inc. to the Motion of Puerto Rico Electric Power Authority for an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Confirmation Hearing Notice and Confirmation Schedule, (IV) Approving Solicitation Packages and Distribution Procedures, (V) Approving Forms of Ballots and Voting Procedures, (VI) Approving Notice of Non-Voting Status, (VII) Fixing Voting and Confirmation Deadlines, and (VIII) Approving Vote Tabulation Procedures [**Case No. 17-3283, ECF No. 23480; Case No. 17-4780, ECF No. 3190**]
- K. Omnibus Objections of the Ad Hoc Group of PREPA Bondholders to the Disclosure Statement for the Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [ECF No. 3111], and Related Procedural Motions Related to the Disclosure Statement and Plan Confirmation [ECF Nos. 3113, 3114] [**Case No. 17-3283, ECF No. 23481; Case No. 17-4780, ECF No. 3189**]
- L. Motion Submitting Additional Exhibits to Omnibus Objections of the Ad Hoc Group of PREPA Bondholders to the Disclosure Statement for the Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [ECF No. 3111], and Related Procedural Motions Related to the Disclosure Statement and Plan Confirmation [ECF Nos. 3113, 3114] [**Case No. 17-3283, ECF No. 23482; Case No. 17-4780, ECF No. 3191**]

Reply, Joinder & Statement Deadlines: February 10, 2023 at 5:00 p.m. (Atlantic Standard Time).

Replies, Joinders & Statements:

- A. Omnibus Reply of the Puerto Rico Electric Power Authority to Objections to the (I) Adequacy of the Disclosure Statement, (II) Relief Requested in the Disclosure Statement Motion, and (III) Relief Requested in the Confirmation Discovery Procedures Motion [**Case No. 17-3283, ECF No. 23517; Case No. 17-4780, ECF No. 3206**]

- B. Reply and Statement of Fuel Line Lenders in Support of Approval of PREPA Disclosure Statement [**Case No. 17-3283, ECF No. 23516; Case No. 17-4780, ECF No. 3205**]
- C. Statement of Support and Reservation of Rights of National Public Finance Guarantee Corporation to Debtor's Joint Motion for an Order (I) Scheduling a Hearing to Consider the Adequacy of Information Contained in the Disclosure Statement, (II) Establishing the Deadline for Filing Objections to the Disclosure Statement and Replies Thereto, (III) Approving Form of Notice Thereof, (IV) Establishing Document Depository Procedures in Connection Therewith, and (V) Granting Related Relief [**Case No. 17-3283, ECF No. 23520; Case No. 17-4780, ECF No. 3207**]

Supplemental Objection Deadline: February 17, 2023 at 3:00 p.m. (Atlantic Standard Time).

Supplemental Responses:

- A. SREAEE's Supplemental Disclosure Statement Objection [**Case No. 17-3283, ECF No. 23557; Case No. 17-4780, ECF No. 3220**]
- B. UTIER'S Supplemental Disclosure Statement Objection and Joinder to SREAEE's Supplemental Disclosure Statement Objection [**Case No. 17-3283, ECF No. 23558; Case No. 17-4780, ECF No. 3221**]
- C. Objection of the Ad Hoc Committee of National Claim Assignees to the Disclosure Statement for First Amended Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [**Case No. 17-4780, ECF No. 3222**]
- D. Supplemental Objection of Syncora Guarantee, Inc. to the Motion of Puerto Rico Electric Power Authority for an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Confirmation Hearing Notice and Confirmation Schedule, (IV) Approving Solicitation Packages and Distribution Procedures, (V) Approving Forms of Ballots and Voting Procedures, (VI) Approving Notice of Non-Voting Status, (VII) Fixing Voting and Confirmation Deadlines, and (VIII) Approving Vote Tabulation Procedures [**Case No. 17-3283, ECF No. 23563; Case No. 17-4780, ECF No. 3223**]
- E. Supplemental Objection and Reservation of Rights of PREPA Bond Trustee Regarding Motion for Approval of Disclosure Statement for First Amended Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [**Case No. 17-3283, ECF No. 23564; Case No. 17-4780, ECF No. 3224**]
- F. Supplemental Objection of Official Committee of Unsecured Creditors in Response to Disclosure Statement for First Amended Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [**Case No. 17-3283, ECF No. 23565; Case No. 17-4780, ECF No. 3226**]

- G. Supplemental Objections of the Ad Hoc Group of PREPA Bondholders to the Disclosure Statement for the First Amended Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [ECF No. 3201] [Case No. 17-3283, ECF No. 23566; Case No. 17-4780, ECF No. 3225]
- H. PV Properties, Inc.'s Supplemental Objection to Disclosure Statement [Case No. 17-3283, ECF No. 23567; Case No. 17-4780, ECF No. 3230]
- I. Objection by Ahimsa Foundation to Disclosure Statement for First Amended Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [Case No. 17-3283, ECF No. 23569; Case No. 17-4780, ECF No. 3228]
- J. Partial Joinder of Assured Guaranty Corp. and Assured Guaranty Municipal Corp. to the Relief Requested in the Supplemental Objections of the Ad Hoc Group of PREPA Bondholders to the Disclosure Statement for the First Amended Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [ECF No. 3225] [Case No. 17-3283, ECF No. 23570; Case No. 17-4780, ECF No. 3229]

Supplemental Reply, Joinder & Statement Deadlines: February 21, 2023 at 3:00 p.m. (Atlantic Standard Time).

Supplemental Replies, Joinders & Statements:

- A. Omnibus Reply of the Puerto Rico Electric Power Authority to Objections to the (I) Adequacy of the Disclosure Statement, (II) Relief Requested in the Disclosure Statement Motion, and (III) Relief Requested in the Confirmation Discovery Procedures Motion [Case No. 17-3283, ECF No. 23517; Case No. 17-4780, ECF No. 3206]
- B. Reply and Statement of Fuel Line Lenders in Support of Approval of PREPA Disclosure Statement [Case No. 17-3283, ECF No. 23516; Case No. 17-4780, ECF No. 3205]
- C. Statement of Support and Reservation of Rights of National Public Finance Guarantee Corporation to Debtor's Joint Motion for an Order (I) Scheduling a Hearing to Consider the Adequacy of Information Contained in the Disclosure Statement, (II) Establishing the Deadline for Filing Objections to the Disclosure Statement and Replies Thereto, (III) Approving Form of Notice Thereof, (IV) Establishing Document Depository Procedures in Connection Therewith, and (V) Granting Related Relief [Case No. 17-3283, ECF No. 23520; Case No. 17-4780, ECF No. 3207]
- D. Reply and Statement of National Public Finance Guarantee Corporation in Support of the PREPA Disclosure Statement [Case No. 17-3283, ECF No. 23585; Case No. 17-4780, ECF No. 3244]
- E. Supplemental Omnibus Reply of the Puerto Rico Electric Power Authority to Objections to the (I) Adequacy of the Disclosure Statement, (II) Relief Requested in the Disclosure Statement Motion, and (III) Relief Requested in the Confirmation

Discovery Procedures Motion [Case No. 17-3283, ECF No. 23588; Case No. 17-4780, ECF No. 3246]

Related Documents:

- A. Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [Case No. 17-3283, ECF No. 23094; Case No. 17-4780, ECF No. 3110]
- B. Informative Motion of the Financial Oversight and Management Board Regarding Agreement in Principle Between the Oversight Board and National Public Finance Corporation [Case No. 17-3283, ECF No. 23101; Case No. 17-4780, ECF No. 3115]
- C. Order (I) Scheduling a Hearing to Consider the Adequacy of Information Contained in the Disclosure Statement, (II) Establishing the Deadline for Filing Objections to the Disclosure Statement and Replies Thereto, (III) Approving Form and Manner of Notice Thereof, (IV) Establishing Document Depository Procedures in Connection Therewith, and (V) Granting Related Relief [Case No. 17-3283, ECF No. 23159; Case No. 17-4780, ECF No. 3132]
- D. Notice of Filing Spanish Translation of Disclosure Statement for the Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [Case No. 17-3283, ECF No. 23302; Case No. 17-4780, ECF No. 3158]
- E. Notice of Filing of Load Forecast and Illustrative Cash Flow and Best Interest Test Report for PREPA [Case No. 17-3283, ECF No. 23412; Case No. 17-4780, ECF No. 3169]
- F. Notice of Distribution of Settlement Offer Notice to Uninsured Bondholders PREPA [Case No. 17-3283, ECF No. 23434; Case No. 17-4780, ECF No. 3171]
- G. First Amended Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [Case No. 17-3283, ECF No. 23506; Case No. 17-4780, ECF No. 3200]
- H. Order Granting Urgent Motion to File Supplemental Objection to Disclosure Statement for First Amended Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [Case No. 17-3283, ECF No. 23523; Case No. 17-4780, ECF No. 3210]
- I. Notice of Submission of Financial Oversight and Management Board's, as Title III Representative of the Puerto Rico Electric Power Authority, Exhibit and Demonstrative List In Connection with the Disclosure Statement Hearing [Case No. 17-3283, ECF No. 23594; Case No. 17-4780, ECF No. 3251]
- J. Motion of the Ad Hoc Group of PREPA Bondholders Submitting Exhibit List in Connection with Disclosure Statement Hearing [Case No. 17-3283, ECF No. 23595; Case No. 17-4780, ECF No. 3252]

- K. Notice of Filing of Revised Proposed Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Confirmation Hearing Notice and Confirmation Schedule, (IV) Approving Solicitation Packages and Distribution Procedures, (V) Approving Forms of Ballots and Voting and Election Procedures, (VI) Approving Notice of Nonvoting Status, (VII) Fixing Voting, Election, and Confirmation Deadlines, and (VIII) Approving Vote Tabulation Procedures [Case No. 17-3283, ECF No. 23600; Case No. 17-4780, ECF No. 3257]
- L. Notice of Filing Spanish Translation of Disclosure Statement for the First Amended Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [Case No. 17-3283, ECF No. 23604; Case No. 17-4780, ECF No. 3261]

Status: This matter is going forward.

Estimated Time Required: 264 minutes.

Order and Number of Speakers: The names of counsel who intend to speak on this matter and time allocations for each party are listed below, in the order in which the parties shall present argument:

I. Objections to Disclosure Statement

A. Supporting Parties:

- 1. **FOMB**: Martin Bienenstock, Ehud Barak and/or Paul Possinger, 58 minutes
- 2. **Fuel Line Lenders**: Amy Wolf and/or Emil Kleinhaus, 10 minutes
- 3. **National**: Robert S. Berezin, 10 minutes

B. Government:

- 1. **AAFAF**: Peter Friedman, 5 minutes

C. Objecting Parties:

Bondholder Objecting Parties:

- 1. **Ad Hoc Group of PREPA Bondholders**: Gary Orseck, 25 minutes
- 2. **Ahimsa**: William Kannel, 5 minutes
- 3. **Assured**: Mark Ellenberg, 2 minutes
- 4. **Bond Trustee**: Clark Whitmore, 10 minutes
- 5. **Ad Hoc Committee of National Claim Assignees**: Lawrence Larose, 5 minutes
- 6. **Syncora**: Susheel Kirpalani, 20 minutes

Other Objecting Parties:

- 7. **Unsecured Creditors Committee**: Luc Despains, 35 minutes
- 8. **UTIER**: Zoé Negrón Comas, 8 minutes
- 9. **SREAEE**: Rafael Ortiz Mendoza, 5 minutes
- 10. **PV Properties**: Charles Cuprill, 3 minutes
- 11. **PR House/Senate**: Jorge Martínez Luciano, 5 minutes
- 12. **Counsel to Manuel Gonzalez Joy**: David Carrión Baralt, 3 minutes

D. Supporting Parties

1. **FOMB:** Martin Bienenstock, Ehud Barak and/or Paul Possinger, 33 minutes
2. **Fuel Line Lenders:** Amy Wolf and/or Emil Kleinhaus, 5 minutes
3. **National:** Robert S. Berezin, 5 minutes

II. **Objections to Solicitation Procedures**

A. Supporting Parties:

1. **FOMB:** Steve Ma, 4 minutes

B. Objecting Parties:

1. **Ad Hoc Group of PREPA Bondholders:** Matthew Madden, 2 minutes
2. **Assured:** William Natbony, 1 minute
3. **Bond Trustee:** Clark Whitmore, 1 minute
4. **Unsecured Creditors Committee:** Alex Bongartz, 2 minutes

C. Supporting Parties:

1. **FOMB:** Steve Ma, 2 minutes

2. **Confirmation Procedures Motion.** Motion of Puerto Rico Electric Power Authority for Order Establishing, Among Other Things, Procedures and Deadlines Concerning Objections to Confirmation and Discovery in Connection Therewith [**Case No. 17-3283, ECF No. 23100; Case No. 17-4780, ECF No. 3114**]

Objection Deadline: February 3, 2023 at 5:00 p.m. (Atlantic Standard Time).

Responses:

- A. Omnibus Objection of Official Committee of Unsecured Creditors to (I) Disclosure Statement for Title III Plan of Adjustment of Puerto Rico Electric Power Authority and (II) Related Motions [**Case No. 17-3283, ECF No. 23477; Case No. 17-4780, ECF No. 3186**]
- B. Assured Guaranty Corp. and Assured Guaranty Municipal Corp.'s (A) Objection to Motion of Puerto Rico Electric Power Authority for Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Confirmation Hearing Notice and Confirmation Schedule, (IV) Approving Solicitation Packages and Distribution Procedures, (V) Approving Forms of Ballots and Voting Procedures, (VI) Approving Notice of Non-Voting Status, (VII) Fixing Voting and Confirmation Deadlines, and (VIII) Approving Vote Tabulation Procedures, and (B) Joinder to Omnibus Objections of the Ad Hoc Group of PREPA Bondholders to the Disclosure Statement for the Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [ECF No. 3111], and Related Procedural Motions Related to the Disclosure Statement and Plan Confirmation [ECF Nos. 3113, 3114] [**Case No. 17-3283, ECF No. 23479; Case No. 17-4780, ECF No. 3188**]
- C. Omnibus Objections of the Ad Hoc Group of PREPA Bondholders to the Disclosure Statement for the Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [ECF No. 3111], and Related Procedural Motions Related to the

Disclosure Statement and Plan Confirmation [ECF Nos. 3113, 3114] [**Case No. 17-3283, ECF No. 23481; Case No. 17-4780, ECF No. 3189**]

Reply, Joinder & Statement Deadlines: February 10, 2023 at 5:00 p.m. (Atlantic Standard Time).

Replies, Joinders & Statements:

- A. Omnibus Reply of the Puerto Rico Electric Power Authority to Objections to the (I) Adequacy of the Disclosure Statement, (II) Relief Requested in the Disclosure Statement Motion, and (III) Relief Requested in the Confirmation Discovery Procedures Motion [**Case No. 17-3283, ECF No. 23517; Case No. 17-4780, ECF No. 3206**]
- B. Supplemental Omnibus Reply of the Puerto Rico Electric Power Authority to Objections to the (I) Adequacy of the Disclosure Statement, (II) Relief Requested in the Disclosure Statement Motion, and (III) Relief Requested in the Confirmation Discovery Procedures Motion [**Case No. 17-3283, ECF No. 23588; Case No. 17-4780, ECF No. 3246**]

Related Documents:

- A. Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [**Case No. 17-3283, ECF No. 23094; Case No. 17-4780, ECF No. 3110**]
- B. Disclosure Statement for Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [**Case No. 17-3283, ECF No. 23097; Case No. 17-4780, ECF No. 3111**]
- C. First Amended Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [**Case No. 17-3283, ECF No. 23506; Case No. 17-4780, ECF No. 3200**]
- D. Disclosure Statement for First Amended Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [**Case No. 17-3283, ECF No. 23507; Case No. 17-4780, ECF No. 3201**]
- E. Informative Motion of the Ad Hoc Group of PREPA Bondholders, Assured Guaranty Corp., Assured Guaranty Municipal Corp., and Syncora Guarantee, Inc. Concerning the Government Parties' Refusal to Commence Plan Discovery [**Case No. 17-3283, ECF No. 23554; Case No. 17-4780, ECF No. 3219**]
- F. Modified Disclosure Statement for First Amended Title III Plan of Adjustment of the Puerto Rico Electric Power Authority [**Case No. 17-3283, ECF No. 23584; Case No. 17-4780, ECF No. 3245**]
- G. Response to Informative Motion of the Ad Hoc Group of PREPA Bondholders, Assured Guaranty Corp., Assured Guaranty Municipal Corp., and Syncora Guarantee, Inc. Concerning the Government Parties' Refusal to Commence Plan Discovery [**Case No. 17-3283, ECF No. 23591; Case No. 17-4780, ECF No. 3248**]

- H. Joinder of the Puerto Rico Fiscal Agency and Financial Advisory Authority to the Financial Oversight and Management Board for Puerto Rico's Response to Informative Motion of the Ad Hoc Group of PREPA Bondholders, Assured Guaranty Corp., Assured Guaranty Municipal Corp., and Syncora Guarantee, Inc. Concerning the Government Parties' Refusal to Commence Plan Discovery [ECF No. 3248] [**Case No. 17-3283, ECF No. 23611; Case No. 17-4780, ECF No. 3266**]

Status: This matter is going forward.

Estimated Time Required: 28 minutes.

Order and Number of Speakers: The names of counsel who intend to speak on this matter and time allocations for each party are listed below, in the order in which the parties shall present argument:

A. Supporting Parties:

1. **FOMB:** Margaret Dale and/or Laura Stafford, 6 minutes

B. Objecting Parties:

1. **Ad Hoc Group of PREPA Bondholders:** Matthew Madden, 10 minutes
2. **Assured:** William Natbony, 1 minute
3. **Unsecured Creditors Committee:** Alex Bongartz, 3 minutes

C. Supporting Parties:

1. **FOMB:** Margaret Dale and/or Laura Stafford, 8 minutes

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Dated: February 24, 2023
San Juan, Puerto Rico

Respectfully submitted,

/s/ Martin J. Bienenstock

Martin J. Bienenstock

Paul V. Possinger

Ehud Barak

Margaret A. Dale

Michael T. Mervis

Daniel S. Desatnik

(Admitted *Pro Hac Vice*)

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/s/ Hermann D. Bauer

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*Co-Attorney for the Financial Oversight and
Management Board as representative for
PREPA*

Exhibit A

**Order Regarding Procedures for February 28, 2023
Disclosure Statement Hearing**

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

In re: THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of THE COMMONWEALTH OF PUERTO RICO <u>et al.</u> , Debtors. ¹	PROMESA Title III Case No. 17 BK 3283-LTS (Jointly Administered)
In re: THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of PUERTO RICO ELECTRIC POWER AUTHORITY, Debtor.	PROMESA Title III Case No. 17 BK 4780-LTS

ORDER REGARDING PROCEDURES FOR FEBRUARY 28, 2023, DISCLOSURE STATEMENT HEARING

The Court will hear oral argument in connection with the *Motion of Puerto Rico Electric Power Authority for Order (I) Approving Disclosure Statement, (II) Fixing Voting*

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Record Date, (III) Approving Confirmation Hearing Notice and Confirmation Schedule, (IV) Approving Solicitation Packages and Distribution Procedures, (V) Approving Forms of Ballots and Voting Procedures, (VI) Approving Notice of Non-Voting Status, (VII) Fixing Voting and Confirmation Deadlines, and (VIII) Approving Vote Tabulation Procedures (Docket Entry No. 23099 in Case No. 17-3283) (the “Disclosure Statement Motion”),² the *Motion of Puerto Rico Electric Power Authority for Order Establishing, Among Other Things, Procedures and Deadlines Concerning Objections to Confirmation and Discovery in Connection Therewith* (Docket Entry No. 23100) (the “Confirmation Procedures Motion”), on **February 28, 2023**, from **9:30 a.m. to 12:50 p.m. (Atlantic Standard Time)**, and resume, if necessary, from **2:10 p.m. to 5:00 p.m. (Atlantic Standard Time)** (the “Hearing”). The Court will conduct the Hearing virtually using videoconferencing and telephonic platforms as set forth herein, and the Hearing shall be governed by the following procedures.

Registration for Videoconference; Listen-In Facilities for Attorneys, Members of Public and Press

1. **Videoconferencing via Zoom.** The Court will conduct the Hearing using the audio and video features of the Zoom platform as a virtual courtroom. An invitation to register will be sent by the Court to attorneys who have filed a timely objection to or statement concerning the Disclosure Statement Motion or the Confirmation Procedures Motion and registered their appearance by filing an Informative Motion in accordance with paragraph 3 below. A party represented by counsel shall participate in the hearing by Zoom. An individual Party not represented by counsel, who has timely filed an objection and wishes to participate, will be permitted to participate as set forth in paragraph 3 below. Parties appearing by Zoom

² All docket entry number references are to Case No. 17-3283 unless specified otherwise.

must respond to the invitation to register for Zoom access and will automatically receive the link and relevant login information to join the virtual proceeding. To optimize performance of the Zoom platform and in the interest of avoiding excessive billing of fees, the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”) and the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”) shall each be limited to **four** attorneys appearing in the Zoom session at any given time, and each other Party (as defined in paragraph 3(a) below) will be limited to **two** attorneys appearing in the Zoom session at any given time.

Only Parties who are identified in properly submitted registration documents, including a Party Appearance Sheet, will be permitted to appear at the Hearing. All proceedings will be conducted in the English language as required by law. See 48 U.S.C. § 864. If an individual Party not represented by counsel has filed a Party Appearance Sheet indicating a need for interpretation services, the Oversight Board is directed to arrange for a certified interpreter to be present at the San Juan Courthouse (as defined herein) during the Hearing. Recording and retransmission of the proceedings by any means are prohibited.

2. **Listen-Only Access to the Hearing.** Members of the public, press, and attorneys may **listen to but not participate in** the Hearing by dialing (888) 363-4749, and, when prompted, entering the access code (7214978) and security code (7533) for listen-only access. This telephonic access line for the press and the general public will be in listen-only mode at all times. Recording and retransmission of the proceedings by any means are prohibited.

Party Informative Motion and Exhibit List Procedures

3. Counsel for any party-in-interest (each, a “Party”) and any individual Party not represented by counsel that wishes to participate in the Hearing must file an informative motion by **February 21, 2023, at 5:00 p.m. (Atlantic Standard Time)**. The

informative motion shall contain a completed Exhibit A and Exhibit B. Counsel who have not filed exhibits and/or demonstratives may write “N/A” on the Exhibit B cover sheet.

a. Party Appearance Sheet. Counsel for any Party that has filed a timely objection to or statement concerning the Disclosure Statement Motion or the Confirmation Procedures Motion and wishes to participate in the Hearing must register an appearance by completing the Party Appearance Sheet. Counsel must identify (a) the Party for which they intend to appear, and (b) the name(s), email address(es), and method of appearance for the attorney(s) who wish to participate in the Hearing.

b. Parties not represented by counsel. Any individual Party who has filed a timely objection to or statement concerning the Disclosure Statement Motion or the Confirmation Procedures Motion and wishes to participate in the Hearing must file a signed informative motion and a Party Appearance Cover Sheet (the form of which is attached as Exhibit A to this Order) as Exhibit A to the Informative Motion, no later than **February 21, 2023, at 5:00 p.m. (Atlantic Standard Time)**. The informative motion and Party Appearance Cover Sheet must be mailed or hand delivered to the Clerk’s Office at the United States District Court for the District of Puerto Rico located at 150 Ave. Carlos Chardon Suite 150, San Juan, Puerto Rico 00918, so as to be received no later than **February 21, 2023, at 5:00 p.m. (Atlantic Standard Time)**. **An individual Party not represented by counsel will only be permitted to appear in person and participate in the Hearing if he or she filed a timely objection or response to the Disclosure Statement Motion or the Confirmation Procedures Motion and filed a timely Informative Motion and Party Appearance Cover Sheet.** Each such person must appear in person at the United States District Court for the District of Puerto Rico, 150 Carlos Chardón Street, Federal Building, San Juan, Puerto Rico 00918-1767 to participate in the Hearing.

c. Exhibit List/Demonstrative Procedures and Exhibit Cover Sheet. Exhibit lists are due by **February 21, 2023**. Importantly, you **must file the exhibits using the procedures set forth below, before you are able to file the Exhibit Cover Sheet**. Each Party must follow the below instructions for filing the Exhibit List.

- i. Each Party is directed to file an Exhibit List using the CM/ECF event “Motion Submitting.”
- ii. Each Party must upload each exhibit as a separate attachment to the Exhibit List. Hyperlinks may not be used in lieu of uploading an exhibit.
- iii. The Exhibit List is intended to be a single filing (with multiple exhibits). If your Exhibit List and attachments exceed the upload capacity of CM/ECF, you may divide your submission into multiple filings.
 - A. **Large Exhibits**. If a single exhibit is too large to file, Parties shall divide the exhibit into separate attachments. In this scenario, the Party assigns each part of the exhibit **the same exhibit letter or number**, and types in the text field “Part 1 of [Total Number].” Parties **must** select the same exhibit letter or number to indicate to the Court that an uploaded exhibit is continued in the next attachment. For example, if “Party ABC” needs to divide Exhibit C into 3 attachments due to its size, “Party ABC” will upload and designate the exhibit as follows: Exhibit C: “Part 1 of 3,” the next attachment as Exhibit C “Part 2 of 3,” and the final attachment as Exhibit C “Part 3 of 3.” The next attachment will then proceed to Exhibit D.
 - B. **Multiple Filings**. If a group of exhibits reaches the 20MB capacity for a single CM/ECF filing, parties must continue to file their exhibits by starting a new filing. Parties will again select the “Motion Submitting” CM/ECF Activity when filing the next set of exhibits. The main document for a continued filing should be titled “Continued Exhibits of [Party Name]” and may include a list of the exhibits attached to that single filing.

The Exhibit Cover Sheet, Exhibit B to the Pretrial Informative Motion, must include all docket entry numbers for each exhibit that was previously filed in connection with the Exhibit List. Thus, a Party is only able to complete the Exhibit Cover Sheet after the Party has filed their Exhibit List.

d. Registration Issues. If a Party has filed an Informative Motion and has not received an invitation to register within 48 hours of the Hearing, counsel and/or pro se party may seek technical assistance by emailing promesaregistration@prd.uscourts.gov.

Pre-Hearing Filing Deadlines

4. **Party Informative Motion and Party Appearance Cover Sheet**. Counsel for any party in interest (each, a “Party”) and any individual Party not represented by counsel that wishes to participate in the Hearing must file an informative motion by **February 21, 2023, at 5:00 p.m. (Atlantic Standard Time)** as set forth in paragraph 3, above. Each Informative Motion must be accompanied by a Party Appearance Cover Sheet, otherwise, the Party will not be registered to participate in the proceedings.

5. **Agenda**. An agenda outlining the matters to be addressed and the projected timetable shall be filed by Debtors’ counsel by **February 24, 2023**, in accordance with the Sixteenth Amended Notice, Case Management and Administrative Procedures. (See Docket Entry No. 20190-1, § III.M.) The agenda shall also include a compilation of the information filed pursuant to Paragraph 4, supra, including (a) the names of the individuals who intend to appear and speak on behalf of each relevant party in connection with each of the motions, (b) the order in which the parties to the relevant motions shall present argument, and (c) time allocations for each party. Debtors’ counsel shall file a revised agenda on **February 27, 2023**, if circumstances have changed or if requested to do so by the Court. Debtors’ counsel shall email a proposed agenda, including preliminary time allocations, to the Court by **February 23, 2023, at 12:00 p.m. (Atlantic Standard Time)**.

6. **Exhibits or Demonstratives**. To the extent that a Party intends to direct the Court’s attention to particular exhibits and/or demonstratives at the Hearing, it shall file a separate informative motion using the Exhibit Cover Sheet (the form of which is attached as

Exhibit B to this Order) by **5:00 p.m. (Atlantic Standard Time) on February 21, 2023**. The informative motion must (i) include the Exhibit Cover Sheet and (ii) include each exhibit and/or demonstrative as a separate, text searchable attachment. The naming convention of each exhibit must adhere to the specifications indicated on the Exhibit Cover Sheet.

7. Courtroom Procedures. All persons granted remote access to the proceedings are reminded of the general prohibition against photographing, recording, and rebroadcasting of court proceedings. Violation of this prohibition may result in sanctions, including removal of court issued media credentials, restricted entry to future hearings, denial of entry to future hearings, or any other sanctions deemed necessary by the Court. The formalities of a courtroom must be observed. When appearing by Zoom, each counsel must be situated in such a manner as to be able to view the video screen and be seen by the Court. Counsel's camera must be turned on when addressing the Court. Counsel appearing by Zoom may be removed from the virtual courtroom if they do not comply with this Order. During the Hearing, individuals who are registered to participate via Zoom are directed to observe the following rules:

- a. The following naming conventions must be used by Zoom participants for admission to the Zoom virtual courtroom. For example:
 - i. Attorney participants: [Party Represented (abbreviations may be used)] / [Last Name of Attorney, First Name of Attorney] / [Law Firm/Government Office].
 - a. PARTY A / Doe, John / ABC Law Firm, or
 - b. XYZ Agency/ Doe, Jane / Office of the ABC Government
 - ii. Pro se participants: Pro se / [Last Name, First Name].
 - a. For example: Pro se / Doe, Jane
- b. Identify yourself if asked to do so.
- c. Identify yourself by name each time you speak.
- d. Mute yourself when you are not speaking to eliminate background noise.

- e. Turn off your video unless you are speaking or otherwise directly involved in the argument or examination, unless the Court directs otherwise.

SO ORDERED.

Dated: February 13, 2023

/s/ Laura Taylor Swain
LAURA TAYLOR SWAIN
United States District Judge